

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Joint Application of Phillips Petroleum Company and ConocoPhillips Pursuant to Section 854(a) of the Public Utilities Code for Expedited, *Ex Parte* Authorization to Transfer Control of Union Pipeline Company (California) from Phillips Petroleum Company to ConocoPhillips.

Application 02-04-044
(Filed April 26, 2002)

**ASSIGNED ADMINISTRATIVE LAW JUDGE'S RULING
REQUIRING SUPPLEMENTAL INFORMATION
ON INTENDED OPERATIONS**

This Application seeks authority for an indirect change of control of Union Pipeline Company (California) (i.e., UNOCAP), a common carrier intrastate oil pipeline subject to the regulatory jurisdiction of the Commission. UNOCAP is directly owned by Tosco Corporation, a wholly-owned subsidiary of Phillips Petroleum Company (Phillips). A proposed merger of Phillips and Conoco Inc. (Conoco), which is pending before the Federal Trade Commission, would result in the formation of a new holding company, ConocoPhillips; Phillips would continue as a wholly-owned subsidiary of ConocoPhillips. Thus, if that merger is approved, the ultimate parent of UNOPAP would be ConocoPhillips, not Phillips.

The purpose of this ruling is to ascertain whether Joint Applicants intend, post-merger, to make any changes in UNOCAP's operations (e.g., alterations of the pipeline and related physical plant), which are not discussed in the application and which could have potential effects on the environment. Any

such changes subject to the discretionary review of the Commission would require additional review under the California Environmental Quality Act (CEQA) and CEQA Guidelines.

Therefore, in order to supplement the record, Joint Applicants are directed to respond to the inquiry attached to this ruling. The response shall be titled "Supplemental Information on Intended Operations" shall be verified by appropriate affidavit or declaration under penalty of perjury, and shall be filed in this proceeding on or before July 31, 2002.

IT IS RULED that:

1. As discussed herein, Joint Applicants are directed to supplement the record on intended operations by responding to the inquiry attached to this ruling.
2. The response shall be entitled "Supplemental Information on Intended Operations," shall be verified by appropriate affidavit or declaration under penalty of perjury, and shall be filed in this proceeding on or before July 31, 2002.

Dated June 26, 2002, at San Francisco, California.

/s/ JEAN VIETH

Jean Vieth
Assigned
Administrative Law Judge

CERTIFICATE OF SERVICE

I certify that I have by mail this day served a true copy of the original attached Assigned Administrative Law Judge's Ruling Requiring Supplemental Information on Intended Operations on all parties of record in this proceeding or their attorneys of record.

Dated June 26, 2002, at San Francisco, California.

/s/ FANNIE SID

Fannie Sid

N O T I C E

Parties should notify the Process Office, Public Utilities Commission, 505 Van Ness Avenue, Room 2000, San Francisco, CA 94102, of any change of address to insure that they continue to receive documents. You must indicate the proceeding number on the service list on which your name appears.

ATTACHMENT

Inquiry Regarding Intended Operations:

Joint Applicants shall explain any intentions or plans to alter, modify, upgrade, develop, dispose of or otherwise change the UNOCAP pipeline and related facilities, or any portion of them, following the merger of Phillips and Conoco to form ConocoPhillips.

(END OF ATTACHMENT)